

FILED

IN THE OFFICE OF THE  
SECRETARY OF STATE OF THE  
STATE OF NEVADA

JUL 29 1988

FRANKIE SUE DEH PAPA SECRETARY OF STATE

*Frankie Sue Deh Papa*  
571-74

CIRCUS CIRCUS ENTERPRISES  
P O BOX 14967  
LAS VEGAS, NEVADA 89114

FILED

EXHIBIT 3(a)

AUG 16 12 51 PM '88

RESTATED ARTICLES OF INCORPORATION  
OF  
CIRCUS CIRCUS ENTERPRISES, INC.      CLERK

"KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, do hereby associate ourselves into a corporation, under and by virtue of the Nevada Revised Statutes, Title 7, Chapter 78, as amended, and do hereby certify and adopt the following Articles of Incorporation:

ARTICLE I.

The name of the corporation is:

CIRCUS CIRCUS ENTERPRISES, INC.

ARTICLE II.

The location of the principal office of the corporation in the State of Nevada is 2880 Las Vegas Boulevard South, Las Vegas, Clark County, Nevada 89109.

Branch offices may hereafter be established at such other place or places, either within or without the State of Nevada as may be determined from time to time by the Board of Directors.

ARTICLE III.

The purpose for which this corporation is formed is to engage in any lawful business or activity.

ARTICLE IV.

The aggregate number of shares of capital stock which the corporation shall be authorized to issue shall be Seventy Five Million (75,000,000) shares of \$.10 par value common stock. The Board of Directors shall have the authority to issue such shares for such consideration as the Board may fix.

No stockholder of the corporation shall have any preemptive rights.

ARTICLE V.

Members of the Governing Board shall be known as "Directors", and the number thereof shall not be less than three (3); provided, however, that if all the shares of the corporation are owned beneficially and of record by one or two stockholders, the number of directors may be less than three (3) but not less than the number of stockholders. Subject to the limitations herein, the number of directors shall be fixed by the Directors in the manner specified in the bylaws of the corporation.

The names and addresses of the persons constituting the Board of Directors, which is three (3), are as follows:

William G. Bennett	5580 West Desert Inn Road Las Vegas, Nevada 89102
William N. Pennington	4950 Rio Pinar Drive Reno, Nevada 89509
Michael S. Ensign	508 Raini Place Boulder City, NV 89005

ARTICLE VI.

The stock of this corporation, after the amount of subscription price, or par value, has been fully paid, shall be nonassessable forever, and shall not be subject to pay the debts of the corporation.

ARTICLE VII.

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Kathy G. Petrie	302 E. Carson #620 Las Vegas, Nevada 89101
Mona L. VanGorder	302 E. Carson #620 Las Vegas, Nevada 89101
Laura Webb	302 E. Carson #620 Las Vegas, Nevada 89101

ARTICLE VIII.

The corporation is to have perpetual existence.

ARTICLE IX.

The Directors shall have the power to make and alter By-Laws of the corporation. By-Laws so made by the Directors under the power so conferred may be altered, amended or repealed by the Stockholders at any meeting called and held for that purpose.

ARTICLE X.

(REPEALED AND DELETED)

ARTICLE XI.

Limited Liability of Directors and Officers

SECTION 1. Limitation of Personal Liability. No director or officer of the corporation shall be personally liable to the corporation or its stockholders for damages for breach of fiduciary duty as a director or officer, except for:

(a) Acts or omissions which include intentional misconduct, fraud or a knowing violation of law; or

(b) The payment of dividends in violation of Nevada Revised Statute 78.300.

SECTION 2. Effect of Repeal or Amendment. Any repeal or amendment of the terms of this Article shall be prospective only, and shall not adversely affect any limitation on the liability of any director or officer of this corporation existing at the time of such repeal or amendment. If the Nevada Revised Statutes hereafter are amended to authorize the further elimination or limitation of the liability of directors and/or officers of Nevada corporations, then the liability of the directors and officers of the corporation, in addition to the limitation on liability provided herein, shall be further limited to the fullest extent permitted by the Nevada Revised Statutes as so amended.

IN WITNESS WHEREOF, we have hereunto set our hands and executed these Articles of Incorporation this 26th day of February, 1974.

/s/Kathy G. Petrie  
KATHY G. PETRIE

/s/Mona L. Van Gorder  
MONA L. VAN GORDER

/s/Laura Webb  
LAURA WEBB

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